

RECORDATION NO. 17914 F

FILED

APR 7 '98

11-00AM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

April 7, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Bill of Sale and Partial Release, dated March 25, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement and Security Agreement (GATC Trust 92-1C) which were previously filed with the Commission under Recordation Number 17914.

The names and addresses of the parties to the enclosed document are:

Bill of Sale

Seller/Lessor: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market
Wilmington, Delaware 19890

Buyer/Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

RECEIVED
SURFACE TRANSPORTATION
BOARD

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County Clerk - Gatz

Mr. Vernon A. Williams
April 7, 1998
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Partial Release

Debtor: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Secured Party: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is:

railcar GATX 018298 is being deleted from the Lease and Security Agreement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

APR 7 '98 11-00AM

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 92-1C, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 018298 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

²⁶
Dated: March 5, 1998

Wilmington Trust Company, not in
its individual capacity, but solely as
Owner Trustee

By: 
Title: Financial Services Officer

First National Bank of Chicago,
as Indenture Trustee

By: _____
Title: _____

State of Delaware)
) SS
County of New Castle)

On this 25th day of March, 1998, before me personally appeared **CHARLOTTE PAGLIA**, to me personally known, who being by me duly sworn, say that he/she is ~~Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

Patricia W. Zink
PATRICIA W. ZINK
NOTARY PUBLIC
My commission expires July 12, 1999

My commission expires:

State of Illinois)
) SS
County of Cook)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 92-1C, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 018298 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 5, 1998

Wilmington Trust Company, not in
its individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

First National Bank of Chicago,
as Indenture Trustee

By: M. J. Fure
Title: Asst. Vice President

State of Delaware)
) SS
County of New Castle)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 16th day of March, 1998, before me personally appeared Mark J. Frye, to me personally known, who being by me duly sworn, say that he/she is Asst. Vice President of First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

Anthony Marsh

